CAPITAL CONNECTION, INC. No. 5250

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

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96 FEB 27 AMII: 05

SECRETARY OF STATE TALLAHASSEE, FLORIDA

CHEAP CHARLIE'S, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

be:

CHEAP CHARLIE'S, INC.

ARTICLE II - PHINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall

3252 N. U.S. 1 Ft. Pierce, FL 34946

ARTICLE III - DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which the corporation is organized is to establish and carry on a business operating flea markets, and to engage in any activity or business permitted under the laws of the United States or the State of Florida; and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and for the purpose of transacting any or all lawful business. The corporation shall have all the enumerated powers set forth in the Florida General Corporation Act and such other powers that are not forbidden by the Florida corporation laws or by other law or by these Articles of Incorporation.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, all of one class, having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

TAMR4 L. CORLEY-DUNN 3252 N. U.S. 1 Ft. Piorce, FL 34946

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

TAMRA L. CORLEY-DUNN 3252 N. U.S. 1 Ft. Pierce, FL 34946

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

TAMRA L. CORLEY-DUNN 662 Azalea Lane Vero Beach, FL 32963

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

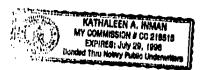
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of February, 1996.

TAMRA L. CORLÉY-DUNN

Incorporator

STATE OF FLORIDA COUNTY OF INDIAN RIVER

The forgoing Articles of incorporation were acknowledged before me this & day of February, 1996, by TAMRA L. CORLEY-DUNN, who is personally known to me or who has producedas identification and who did not take an oath.		
identification and who did	not take an oath.	
	NOTARY PUBLIC	
	Sign: Kathalian anna. Print:	
(SEAL)	My Commission Expires: My Commission Number is:	



CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND THE PLACE OF BUSINESS 27 AM 11: 05 OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA SECRETARY OF STATE TALLAHASSEF, ELORIDA

Pursuant to Chapters 607.0501, Florida Statutes, the following is submitted:

CHEAP CHARLIE'S, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 3252 N. U.S. 1, Fort Pierce, St. Lucie County, State of Florida, has named TAMRA L. CORLEY-DUNN, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agant for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutos 607.0505.

TAMRA L. CORLEY-DUNN